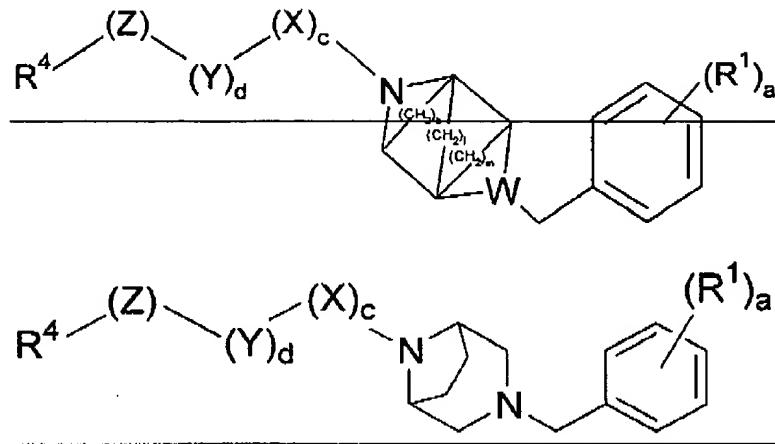


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Claim Listing:

1. (Currently Amended) A compound of the formula



or a pharmaceutically acceptable salt thereof; wherein

a is 1, 2, 3, 4 or 5;

c is 0 or 1;

d is 1, 2, 3, 4 or 5;

k is 2; l is 0; m is 0;

W is N;

X is C(O), C(S) or CH₂;

Y is CH₂;

Z is oxygen, NR⁹ or CR¹¹R¹²;

each R¹ is independently selected from hydrogen, hydroxy, hydroxysulfonyl, halo, (C₁-C₆)alkyl, mercapto, mercapto(C₁-C₆)alkyl, (C₁-C₆)alkylthio, (C₁-C₆)alkylsulfinyl, (C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylthio(C₁-C₆)alkyl, (C₁-C₆)alkylsulfinyl(C₁-C₆)alkyl, (C₁-C₆)alkylsulfonyl(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₆-C₁₀)aryloxy, halo(C₁-C₆)alkyl, trifluoromethyl, formyl, formyl(C₁-C₆)alkyl, nitro, nitroso, cyano, (C₆-C₁₀)aryl(C₁-C₆)alkoxy, halo(C₁-C₆)alkoxy, trifluoromethoxy, (C₃-C₇)cycloalkyl, (C₃-C₇)cycloalkyl(C₁-C₆)alkyl, hydroxy(C₃-C₇)cycloalkyl(C₁-

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C₆)alkyl, (C₃-C₇)cycloalkylamino, (C₃-C₇)cycloalkylamino(C₁-C₆)alkyl, ((C₃-C₇)cycloalkyl)((C₁-C₆)alkyl)amino, ((C₃-C₇)cycloalkyl(C₁-C₆)alkyl)amino(C₁-C₆)alkyl, cyano(C₁-C₆)alkyl, (C₂-C₇)alkenyl, (C₂-C₇)alkynyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₂-C₆)alkenyl, hydroxy(C₁-C₆)alkyl, hydroxy(C₆-C₁₀)aryl(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkylthio(C₁-C₆)alkyl, hydroxy(C₂-C₆)alkenyl, hydroxy(C₂-C₆)alkynyl, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₆-C₁₀)aryloxy(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxy(C₁-C₆)alkyl, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₆-C₁₀)arylamino(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonylamino, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkyl, carboxy, (C₁-C₆)alkoxycarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)arylcarbonyl, (C₆-C₁₀)arylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, carboxy(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonyloxy(C₁-C₆)alkyl, aminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl, (C₆-C₁₀)arylaminocarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)arylaminocarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl, amidino, guanidino, ureido, (C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂ureido, ureido(C₁-C₆)alkyl, (C₁-C₆)alkylureido(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkyl, (C₂-C₉)heterocycloalkyl, (C₂-C₉)heteroaryl, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkyl and (C₂-C₉)heteroaryl(C₁-C₆)alkyl;

R^4 is $(R^5Q_9)_f(C_6-C_{10})\text{aryl}$, $(R^5Q_9)_f(C_3-C_{10})\text{cycloalkyl}$, $(R^5Q_9)_f(C_2-C_9)\text{heteroaryl}$, $(R^5Q_9)_f(C_2-C_9)\text{heterocycloalkyl}$.

wherein f is 0, 1, 2, 3, 4 or 5;

Q is (C₁-C₆)alkyl;

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q is 0 or 1;

R⁵ is independently selected from: (C₂-C₉)heterocycloalkylcarbonyl, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylaminocarbonyl, (C₂-C₉)heteroarylamino carbonyl, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylaminocarbonyl, (C₁-C₆)alkylsulfonylaminocarbonyl, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonyl, ureido(C₁-C₆)alkylaminocarbonyl, (C₁-C₆)alkylureido(C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkylaminocarbonyl, halo(C₁-C₆)alkylaminocarbonyl, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl, hydroxy(C₁-C₆)alkylaminocarbonyl, aminosulfonyl(C₁-C₆)alkylaminocarbonyl, carboxy(C₁-C₆)alkylaminocarbonyl, (C₁-C₆)alkylaminosulfonyl(C₁-C₆)alkylaminocarbonyl, amino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, carboxy(C₁-C₆)alkylcarbonylamino, carboxy(C₁-C₆)alkoxycarbonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonylamino, acetylamino(C₁-C₆)alkylcarbonylamino, (acetyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylcarbonylamino, cyanoguanidino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcyanoguanidino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂cyanoguanidino(C₁-C₆)alkylcarbonylamino, aminocarbonyl(C₁-C₆)alkylcarbonylamino, aminocarbonylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylaminocarbonylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂aminocarbonylamino(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonylamino, aminosulfonyl(C₁-C₆)alkylcarbonylamino, hydroxy(C₁-C₆)alkylureido, amino(C₁-C₆)alkylureido, (C₁-C₆)alkylamino(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylureido, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylureido, (C₂-C₉)heteroarylureido, (C₁-C₆)alkylureido, (C₁-C₆)alkylsulfonylureido, aminosulfonyl(C₁-C₆)alkylureido, aminocarbonyl(C₁-C₆)alkylureido, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkylureido, acetylamino(C₁-C₆)alkylureido, (acetyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkylureido, carboxy(C₁-C₆)alkylureido, halo(C₁-C₆)alkylsulfonylamino, amino(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonylamino, acetylamino(C₁-C₆)alkylsulfonylamino, (acetyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkylsulfonylamino, ureido(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylureido(C₁-C₆)alkylsulfonylamino, ((C₁-

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(C₆)alkyl)ureido(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylsulfonylamino, cyanoguanidino(C₁-C₆)alkylsulfonylamino, carboxy(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylcyanoguanidino(C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkyl)₂cyanoguanidino(C₁-C₆)alkylsulfonylamino, aminocarbonyl(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylsulfonylamino, aminosulfonylaminocarbonyl, (C₁-C₆)alkylaminosulfonylaminocarbonyl, ((C₁-C₆)alkyl)₂aminosulfonylaminocarbonyl, (C₆-C₁₀)arylsulfonyl, (C₁-C₆)alkylaminosulfonylamino, ((C₁-C₆)alkyl)₂aminosulfonylamino, aminocarbonyl(C₁-C₆)alkylamino(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂cyanoguanidino, (C₂-C₉)heterocycloalkylcyanoguanidino, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylcyanoguanidino, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylcyanoguanidino, amino(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylamino(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcyanoguanidino, aminocarbonyl(C₁-C₆)alkylcyanoguanidino, carboxy(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkylcyanoguanidino, hydroxy(C₁-C₆)alkylamino, aminocarbonyl(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylamino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylamino, aminosulfonyl(C₁-C₆)alkylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, acetylamino(C₁-C₆)alkylamino, (acetyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylamino, (C₁-C₆)alkoxy(C₁-C₆)alkylamino, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylamino, cyano(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, cyanoguanidino(C₁-C₆)alkylamino, (C₁-C₆)alkylcyanoguanidino(C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂cyanoguanidino(C₁-C₆)alkylamino, ureido(C₁-C₆)alkylamino, (C₁-C₆)alkylureido(C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkylamino, aminocarbonyloxy(C₁-C₆)alkylamino, hydroxy(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylcarbonylamino,

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aminosulfonyl(C₁-C₆)alkylcarbonylamino, hydroxy(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, amino(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxy(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino, (C₂-C₉)heteroarylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroarylcarbonylamino, (C₂-C₉)heterocycloalkylcarbonylamino, (C₂-C₉)heterocycloalkylcarbonylamino(C₁-C₆)alkylcarbonylamino, cyano(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonylamino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroaryloxycarbonylamino(C₁-C₆)alkylaminocarbonylamino, ureido(C₁-C₆)alkylureido, (C₁-C₆)alkylureido(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkylureido, cyanoguanidino(C₁-C₆)alkylureido, (C₂-C₉)heteroaryl(cyanoguanidino), aminosulfonyl, amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂aminosulfonyl, (C₂-C₉)heterocycloalkylsulfonyl, amino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heteroarylaminosulfonyl, hydroxy(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkoxy(C₁-C₆)alkylaminosulfonyl, ureido(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylureido(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heteroaryloxycarbonylamino(C₁-C₆)alkylaminosulfonyl, aminocarbonyl(C₁-C₆)alkylaminosulfonyl, cyanoguanidino(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heteroarylaminosulfonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heterocycloalkylaminosulfonyl, (C₁-C₆)alkylcarbonylaminosulfonyl, halo(C₁-C₆)alkylcarbonylaminosulfonyl, (C₁-C₆)alkoxycarbonylaminosulfonyl, ureidosulfonyl, (C₁-C₆)alkylureidosulfonyl, ((C₁-C₆)alkyl)₂ureidosulfonyl, hydrogen, hydroxy, hydroxysulfonyl, halo, mercapto, (C₁-C₆)alkylthio, (C₁-C₆)alkylsulfinyl, (C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylsulfonyl.

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(C₆)alkylsulfonyl, (C₆-C₁₀)arylsulfonyl, (C₂-C₉)heteroarylsulfonyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkoxy, (C₆-C₁₀)aryloxy, trifluoro(C₁-C₆)alkyl, formyl, nitro, nitroso, cyano, halo(C₁-C₆)alkoxy, trifluoro(C₁-C₆)alkoxy, amino(C₁-C₆)alkoxy, (C₃-C₁₀)cycloalkylhydroxy(C₃-C₁₀)cycloalkyl (C₃-C₁₀)cycloalkylamino(C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₂-C₆)alkenyl, hydroxy(C₆-C₁₀)aryl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl, hydroxy(C₁-C₆)alkylthio, hydroxy(C₂-C₆)alkenyl, hydroxy(C₂-C₆)alkynyl, (C₁-C₆)alkoxy(C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkoxy, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₂-C₉)heteroarylarnino, (C₁-C₉)heterocycloalkyl(C₁-C₆)alkylamino, (C₃-C₁₀)cycloalkyl((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonylamino, (C₂-C₆)alkenylcarbonylamino, (C₃-C₁₀)cycloalkylcarbonylamino, (C₆-C₁₀)arylcarbonylamino, (C₂-C₉)heterocycloalkylcarbonylamino, (C₂-C₉)heteroaryloxycarbonylamino, (C₂-C₉)heterocycloalkoxycarbonylamino, halo(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylamino, (C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₃-C₁₀)cycloalkyl((C₁-C₆)alkyl)amino, ((C₁-C₆)alkylsulfonyl)((C₁-C₆)alkyl)amino, (C₂-C₉)heteroarylsulfonylamino, (C₆-C₁₀)arylsulfonylamino, ((C₆-C₁₀)arylsulfonyl)((C₁-C₆)alkyl)amino, carboxy, (C₁-C₆)alkoxycarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)arylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, hydroxy(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonyloxy, ((C₁-C₆)alkyl)₂aminocarbonyloxyaminocarbonyl, hydroxyaminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylaminocarbonyl, (carboxy(C₁-C₆)alkyl)aminocarbonyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylaminocarbonyl, (amino(C₁-C₆)alkyl)aminocarbonyl, hydroxy(C₁-C₆)alkylaminocarbonylamidino, hydroxyamidino, guanidino, ureido, (C₁-C₆)alkylureido, (C₆-C₁₀)arylureido, ((C₆-C₁₀)aryl)₂ureido, (C₆-C₁₀)aryl(C₁-C₆)alkylureido, halo(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)((C₆-C₁₀)aryl)ureido, ((C₁-C₆)alkyl)₂ureido,

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halo(C₁-C₆)alkylcarbonylureido, (halo(C₁-C₆)alkyl)((C₁-C₆)alkyl)ureido, ((C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl)ureido, glycinamido, (C₁-C₆)alkylglycinamido, aminocarbonylglycinamido, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonylglycinamido, (aminocarbonyl)((C₁-C₆)alkyl)glycinamido, ((C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)glycinamido, ((C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylcarbonyl)glycinamido, (C₆-C₁₀)arylcarbonylglycinamido, ((C₆-C₁₀)arylcarbonyl)((C₁-C₆)alkyl)glycinamido, ((C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl)glycinamido, ((C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl)((C₁-C₆)alkyl)glycinamido, (C₆-C₁₀)arylamino carbonylglycinamido, ((C₆-C₁₀)arylamino carbonyl)((C₁-C₆)alkyl)glycinamido, alaninamido, (C₁-C₆)alkylalaninamido, (C₂-C₉)heteroaryl, amino(C₂-C₉)heteroaryl, (C₁-C₆)alkylamino(C₂-C₉)heteroaryl, ((C₁-C₆)alkyl)₂amino(C₂-C₉)heteroaryl, (C₂-C₉)heteroaryloxy, (C₂-C₉)heterocycloalkyl, carboxy(C₁-C₆)alkoxy, (C₁-C₆)alkylsulfonylaminocarbonyl(C₁-C₆)alkoxy, (C₁-C₆)alkylsulfonylaminocarbonyl(C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkylamino(C₂-C₆)alkoxy, amino(C₂-C₆)alkoxy, (aminocarbonyl)(hydroxy)amino, (C₁-C₆)alkylamino(C₂-C₆)alkoxy, ((C₁-C₆)alkyl)₂amino(C₂-C₆)alkoxy, (C₁-C₆)alkylaminocarbonylamino(C₂-C₆)alkoxy, ((C₁-C₆)alkyl)₂aminocarbonylamino(C₂-C₆)alkoxy, amino(C₂-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino(C₂-C₆)alkoxycarbonylamino, ((C₁-C₆)alkyl)₂amino(C₂-C₆)alkoxycarbonylamino, (C₂-C₉)heteroarylamino(C₂-C₆)alkoxy, barbituryl, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl, amino(C₁-C₆)alkylcarbonylamino where the (C₁-C₆)alkyl is optionally substituted with one or two groups selected from hydrogen, amino, hydroxyl, (C₁-C₆)alkoxy, carboxy, further substituted (C₂-C₉)heteroaryl, (C₆-C₁₀)aryl, (C₂-C₉)heterocycloalkyl, and cycloalkyl, or the two groups together make up a carbocycle; and R¹⁹carbonylamino where R¹⁹ is a nitrogen containing (C₂-C₉)heterocycloalkyl which is optionally substituted further with one or two groups selected from (C₁-C₆)alkyl, (C₂-C₆)alkoxy and hydroxy;

R⁹ is selected from the group consisting of hydrogen, (C₁-C₆)alkyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, aminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl and (C₁-C₆)alkoxycarbonyl; and

R¹¹ and R¹² are each independently selected from the group consisting of hydrogen, (C₁-

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(C₆)alkyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, hydroxy, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₁-C₆)alkyl, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₁-C₆)alkylcarbonylamino, (C₃-C₈)cycloalkylcarbonylamino, (C₃-C₈)cycloalkyl(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylsulfonylamino, (C₆-C₁₀)arylcarbonylamino, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylcarbonylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonylamino, ((C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkyl, (C₃-C₈)cycloalkylcarbonylamino(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkyl, (C₂-C₉)heterocycloalkylcarbonylamino(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonylamino(C₁-C₆)alkyl, (C₂-C₉)heteroarylcarbonylamino(C₁-C₆)alkyl, (C₆-C₁₀)arylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkyl, aminocarbonylamino, (C₁-C₆)alkylaminocarbonylamino, halo(C₁-C₆)alkylaminocarbonylamino, ((C₁-C₆)alkyl)₂aminocarbonylamino, aminocarbonylamino(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂aminocarbonylamino(C₁-C₆)alkyl, halo(C₁-C₆)alkylaminocarbonylamino(C₁-C₆)alkyl, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkyl, carboxy(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, aminocarbonyl(C₁-C₆)alkyl and (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl;

with the proviso that when R⁴ is phenyl or pyridyl, Q is (C₁-C₆)alkyl, q is 0 or 1, R⁵ can be selected from the group consisting of carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylaminocarbonylamino, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, aminocarbonyl, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, and (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonylamino.

2. (Previously Presented) A compound according to claim 1, wherein R¹ is hydrogen, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, (C₁-C₆)alkyl, hydroxy or (C₁-C₆)alkylcarbonyl.

3. (Previously Presented) A compound according to claim 1, wherein c is 1; X is C(O) or CH₂; d is 1; and Z is oxygen, NH, or CR¹¹R¹².

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4. (Original) A compound according to claim 1, wherein R⁴ is (R⁵)_f(C₆-C₁₀)aryl or (R⁵)_f(C₂-C₉)heteroaryl, wherein f is 1 or 2.

5. (Currently Amended) A compound according to claim 1, wherein c is 1; X is C(O); d is 1; and Z is oxygen or CR¹¹R¹²; W is nitrogen; and l, m and k are zero, zero and 2 respectively.

6. (Previously Presented) A compound according to claim 1, wherein R⁴ is phenyl, Q is (C₁-C₆)alkyl, q is 0 or 1, and at least one R⁵ is selected from: (C₂-C₉)heteroarylamino carbonyl, (C₂-C₉)heteroarylcarbonylamino, (C₁-C₆)alkylsulfonylamino carbonyl, aminosulfonylamino carbonyl, carboxy(C₁-C₆)alkylcyanoguanidino, carboxy, (C₂-C₉)heteroarylamino, (C₂-C₉)heteroarylsulfonyl, (C₂-C₉)heteroaryl, (C₂-C₉)heteroarylloxy, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylamino carbonyl, carboxy(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylaminocarbonyl, carboxy(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heteroarylamino sulfonyl, carboxy(C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkoxycarbonylamino, hydroxyaminocarbonyl, (C₁-C₆)alkylsulfonylamino carbonyl(C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkylamino(C₂-C₆)alkoxy, (C₂-C₉)heteroarylamino(C₂-C₆)alkoxy, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonylamino, amino(C₁-C₆)alkylureido, (C₁-C₆)alkylamino(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminocarbonyl, amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonyl, amino(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylamino(C₁-C₆)alkylcyanoguanidino, amino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino, amino(C₁-C₆)alkoxy, amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino,

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(C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₃-C₁₀)cycloalkyl(C₁-C₆)alkyl)amino, (amino(C₁-C₆)alkyl)aminocarbonyl, glycaminido, (C₁-C₆)alkylglycinamido, alaninamido, (C₁-C₆)alkylalaninamido, halo, (C₁-C₆)alkoxy, (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, aminocarbonyl(C₁-C₆)alkylureido, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylcarbonylamino, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl, ureido, halo(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl.

7. (Previously Presented) A compound according to claim 1, wherein R⁴ is pyridyl, Q is (C₁-C₆)alkyl, q is 0 or 1, and at least one R⁵ is selected from: (C₂-C₉)heteroarylamino carbonyl, (C₂-C₉)heteroarylcarbonylamino, (C₁-C₆)alkylsulfonylamino carbonyl, aminosulfonylamino carbonyl, carboxy(C₁-C₆)alkylcyanoguanidino, carboxy, (C₂-C₉)heteroarylamino, (C₂-C₉)heteroarylsulfonyl, (C₂-C₉)heteroaryl, (C₂-C₉)heteroaryloxy, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylamino carbonyl, carboxy(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylaminocarbonyl, carboxy(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heteroarylamino sulfonyl, carboxy(C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkoxycarbonylamino, hydroxyaminocarbonyl, (C₁-C₆)alkylsulfonylamino carbonyl(C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkylamino(C₂-C₆)alkoxy, (C₂-C₉)heteroarylamino(C₂-C₆)alkoxy, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonylamino, amino(C₁-C₆)alkylureido, (C₁-C₆)alkylamino(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonylamino, amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonyl.

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C₆)alkylsulfonyl, amino(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylamino(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcyanoguanidino, amino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino, amino(C₁-C₆)alkoxy, amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylaminoo, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₃-C₁₀)cycloalkyl(C₁-C₆)alkyl)amino, (amino(C₁-C₆)alkyl)aminocarbonyl, glycinamido, (C₁-C₆)alkylglycinamido, alaninamido, (C₁-C₆)alkylalaninamido, aminocarbonyl(C₁-C₆)alkylureido, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylcarbonylamino, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonylamino, ureido, halo(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl.

8. (Previously Amended) Salts of a compound according to claim 1, where pharmaceutically acceptable counter-ions for acidic compounds are selected from alkali metal cations, alkaline earth metal cations ammonium or water-soluble amine addition salts, N-methylglucamine-(meglumine), the lower alkanolammonium and other base salts of pharmaceutically acceptable organic amines; and pharmaceutically acceptable salts selected from hydrochloride, hydrobromide, hydroiodide, nitrate, sulfate, bisulfate, phosphate, acid phosphate, acetate, lactate, citrate, acid citrate, tartrate, bitartrate, succinate, maleate, fumarate, gluconate, saccharate, benzoate, methanesulfonate, ethanesulfonate, benzenesulfonate, p-toluenesulfonate and pamoate salts.

Claims 9-14 (Cancelled)

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